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Attorneys for Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT  
 DISTRICT OF NEVADA**

In re:  
 USA COMMERCIAL MORTGAGE COMPANY,  
 Debtor.

Case No. BK-S-06-10725 LBR  
 Case No. BK-S-06-10726 LBR  
 Case No. BK-S-06-10727 LBR  
 Case No. BK-S-06-10728 LBR  
 Case No. BK-S-06-10729 LBR

In re:  
 USA CAPITAL REALTY ADVISORS, LLC,  
 Debtor.

Chapter 11

In re:  
 USA CAPITAL DIVERSIFIED TRUST DEED  
 FUND, LLC,  
 Debtor.

Jointly Administered Under  
 Case No. BK-S-06-10725 LBR

In re:  
 USA CAPITAL FIRST TRUST DEED FUND, LLC,  
 Debtor.

**DEBTORS' AUTHORIZATION FOR  
 USACM LIQUIDATING TRUST TO  
 REQUEST AND RECEIVE  
 DOCUMENTS FROM DEBTORS'  
 PRE-PETITION COUNSEL**

In re:  
 USA SECURITIES, LLC,  
 Debtor.

Affects:  
☐ All Debtors  
☐ USA Commercial Mortgage Company  
☒ USA Capital Realty Advisors, LLC  
☐ USA Capital Diversified Trust Deed Fund, LLC  
☒ USA Capital First Trust Deed Fund, LLC  
☒ USA Securities, LLC

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1 USA Capital Realty Advisors, LLC (“Realty”), USA Capital First Trust Deed Fund, LLC  
 2 (“FTDF”), and USA Securities, LLC (“Securities”) (each a “Debtor” and collectively, the  
 3 “Debtors”) hereby authorize the USACM Liquidating Trust (the “Trust”) to request and receive,  
 4 by Federal Rule of Bankruptcy Procedure 2004 or otherwise, as agent for the Debtors,  
 5 respectively, all documents and files (including documents subject to attorney-client privilege  
 6 and/or work-product protection) belonging to Debtors from the following counsel:

- 7 • Bryan Cave, LLP
- 8 • Goold Patterson Ales & Day, Chtd.
- 9 • Kummer Kaempfer Bonner Renshaw & Ferrario, Ltd.
- 10 • Law Offices of Richard McKnight, PC
- 11 • Santoro, Driggs, Walch, Kearney, Johnson & Thompson, Ltd.

12 Upon receipt of any documents and files from the above counsel belonging to the Debtors,  
 13 the Trust shall: (1) maintain such documents and files on behalf of the applicable Debtor; (2) have  
 14 access to such documents and files; and (3) make such documents and files available to the  
 15 applicable Debtor (in the case of FTDF, FTDF and the Official Committee of Equity Security  
 16 Holders of the First Trust Deed Fund, LLC) and/or USA Capital Diversified Trust Deed Fund,  
 17 LLC, upon request. Any attorney-client privilege or work-product protection which the Debtors

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1 may have or may assert with respect to such documents and files shall be preserved and  
2 maintained and shall not be waived by the Trust's possession of such documents and files.

3 Dated this 24<sup>th</sup> day of April, 2007

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and

10 /s/ Lenard E. Schwartz, Esq.  
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14 2850 South Jones Boulevard, Suite 1  
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*Attorneys for Debtors and Debtors-in-Possession*

16 **AGREED:**

17  
18 /s/ Eric D. Madden  
19 Allan B. Diamond, TX 05801800 (pro hac vice)  
20 Eric D. Madden, TX 24013079 (pro hac vice)  
21 DIAMOND MCCARTHY LLP  
22 909 Fannin, Suite 1500  
23 Houston, Texas 77010  
24 *Special Counsel for USACM Liquidating Trust*  
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26  
27  
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